

EXHIBIT 101

FR

swatch®

* Fabriquée en Suisse SUBM113G - Precious Leaved - www.swatch.com

**COLLECTION
PRINTEMPS-ÉTÉ
2009**

swiss made*

SWATCH MÉGASTORE - 104 Avenue des Champs-Élysées - Tél. : 01 56 69 17 00

www.elle.fr

MODE
LA
TENDANCE
CHIC
ET NATURE

NUMÉRO
VERT
100%
PAPIER
RECYCLÉ

POLÉMIQUE FAUT-IL
AVOIR PEUR DE LA NOUVELLE
PILULE POUR MAIGRIR ?

ET SI ON VIVAIT AUTREMENT

**60 PAGES POUR
CHANGER SES HABITUDES
SE FAIRE DU BIEN
ET AIMER LA PLANÈTE**

PROCÈS
L'EXTRAVAGANTE
XAVIERE TIBERI

**CRISE
DE COUPLE ?
ADOPTÉZ
NOTRE PLAN DE
RELANCE !**

VITE UN GÂTEAU
LES PETITS SECRETS
DE TRISH DESEINE

**MARION
COTILLARD**
RÉDACTRICE
EN CHEF
**SA VIE
EN VERT**

M 01648 - 3295 - F: 2,30 €



HEBDOMADAIRE. 21 FÉVRIER 2009

FRANCE MÉTROPOLITAINE 2,30 €. DOM avion 5 €. BEL 2,50 €. CH 4,90 FS. A 4,20 €. ALG 3,70 DA. AND 2,30 €. CON S 5,50. D 4,20 €. ESP 3,50 €. FIN 5,50 €. GR £ 3. GR 4,40 €. IRL 4,40 €. ITA 3,50 €. LUX 2,50 €. MAR 32 DH. NC 1 200 F. CFP. NL 4,20 €. POLY. FR 1 400 F. CFP. PORT cont 3,50 €. TUN 4,20 DT. USA \$ 5,50.



001818

EXHIBIT 102



Spring-Thing

swatch®
bijoux

001819



www.elle.fr

**MODE
D'EMPLOI
COMMENT
PORTER
LE SHORT
SANS
SE RATER**

**CHEVEUX
BOUCLEZ-LES !**

**PSYCHO-BEAUTÉ
POURQUOI ON EST
ADDICT AU BRONZAGE**

**CHRISTIAN LACROIX
DANS LA TOURMENTE
"JE NE M'ARRÊTERAI JAMAIS"**

**LA MODE
A MOINS DE 50 €**

**ROBES, SAROUELS
SANDALES, TOPS
COMBINAISONS...**

**TROP BONNES !
LES RECETTES MINCEUR
D'ANNE-SOPHIE PIC**

**VÉCU : "MA NUIT D'AMOUR
AVEC UNE FEMME"**

**IRAN
L'HUMOUR PLUS FORT
QUE LE TCHADOR**

**CHIC
FAC
ON S'A
EN BLA**

M 01648 - 3311 - F: 2,30 €



HEBDOMADAIRE. 13 JUIN 2009

FRANCE MÉTROPOLITAINE 2,30 €. DOM. avion 5 €. BEL 2,50 €. CH 4,90 FS. A 4,20 €. ALG 370 DA. AND 2,30 €. CDN \$ 5,50. D 4,20 €. ESP 3,50 €. FIN 5,50 €. GB £ 3. GR 4. IRL 4,40 €. ITA 3,50 €. LUX 2,50 €. MAR 32 DH. NO 1 200 F. CFP. NL 4,20 €. POLY. FR 1 400 F. CFP. PORT cont 3,50 €. TUN 4,20 DT. USA \$ 5,50.

001820

EXHIBIT 103



swatch[®] 

Fabriqu  en Suisse

LOOK RIGHT

playground 
SWATCHPLAYGROUND.COM

La nouvelle communaut  o  prennent place les plus cr atifs des concours de design! Participez!

SWATCH M GASTORE - 104 Avenue des Champs-El s es - T l. : 01 56 69 17 00.
Votre boutique en ligne : www.swatchboutique.fr



ELLE

**GRIPPE A
FAUT-IL
AVOIR
PEUR DU
VACCIN ?**

**NOUVEAU
PRIX
2€**

**MODI
SO CHIC
LE STYLE 4**

**POP ÈGÈR
LILY ALLEN
FAIT SA LAD**

**BOUCHE PULPEUSE
ET CHEVEUX SOUPLES
L'ULTRAFÉMININ
EST DE RETOUR**

**HILARANT
LES MÉTAMORPHOSES
DE VALÉRIE LEMERCIER**

**SPÉCIAL
JEAN**

**QUELLE COUPE
POUR QUEL CORPS
POUR TOUS LES MODÈLES
QUI NOUS RENDENT BELLES**

**EST-ÊTES-VOUS
COINCÉE ?**

**DU MARCHÉ AVEC
HÉLÈNE DARROZE
DES RECETTES FACILES
ET PAS CHÈRES**

**KASIA
SMUTNIAK
ATTENTION
NOUVELLE
BOMBE**

www.elle.fr

M 01648 - 3326 - F: 2,00 €

HERDOMADAIRE, 25 SEPTEMBRE 2009

FRANCE MÉTROPOLITAINE 2 €, DOM avion 4,70 €, BEL 2,30 €, CH 4,30 FS, A 4 €, ALG 370 DA, AND 2 €, CDN \$ 5,25, D 4 €, ESP 3,30 €, FIN 5,50 €, GB £ 3,30, GR 4,20 €, IRL 4,30 €, ITA 3,30 €, LUX 2,30 €, MAR 30 DH, NC 1 200 F, CFP, NL 4,10 €, POLY, FR 1 400 F, CFP, PORT cont 3,30 €, TUN 4 DT, USA \$ 5,25.

EXHIBIT 104



styleellemode

ON VEUT TOUTES être fashion à scooter



ELISSA CANNELLE-CASTELBOU



ELLE

www.elle.fr

**TESTÉES
POUR VOUS**
LES CRÈMES
QUI FONT
GAGNER
10 ANS

**NOUVEAU
PRIX
2€**

CHEVEUX
RÉVEILLEZ VOTRE CHÂTAÎN
DEVENEZ UNE BLONNETTE !

PEUPLE SOUS INFLUENCE
COMMENT LES GOUROUS
DIRIGENT HOLLYWOOD

TENDANCE
LE NOUVEAU
MANTEAU
C'EST LA VESTE

RENCONTRE EXCLUSIVE
LE BONHEUR SELON PHILIPPE
ET VINCENT DELERM

GISCARD ET DIANA
POURQUOI ÇA
NOUS PASSIONNE

FASHION
LE BON LOOK POUR
ALLER BOSSER

MODE
ULTRA LUXE
ULTRA GLAM

M 01648 - 3327 - F: 2,00 €

HEBDOMADAIRE, 2 OCTOBRE 2009

FRANCE MÉTROPOLITAINE 2 €, DOM & JON 4,70 €, BEL 2,30 €, CH 4,30 FS, A 4 €, ALG 370 DA, AND 2 €, CON \$ 5,25, D
GR 4,20 €, IRL 4,40 €, ITA 3,30 €, LUX 2,30 €, MAR 30 DH, NC 1 200 F, CFP: NL 4,10 €, POLY: FR 1 400 F, CFP: PORT cont

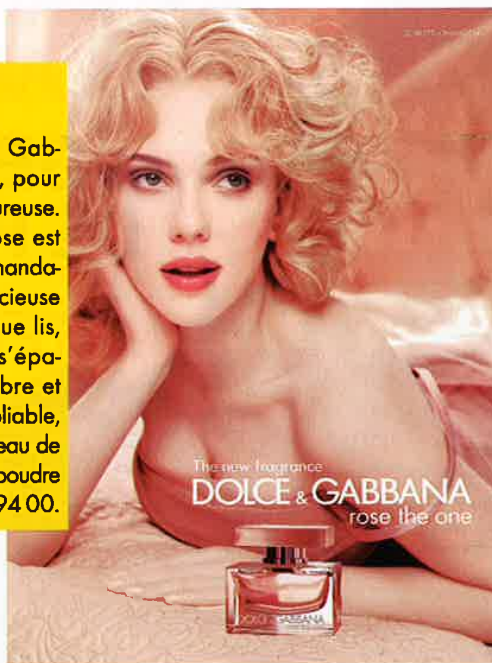
ESP 3,30 €, FIN 5,50 €, GB £ 3,
TON 4 DT, USA \$ 5,25.

EXHIBIT 105

neufnouveaunouvelles

**DOLCE & GABBANA
UNE ROSE SUBTILE**

Après L'Eau The One, Dolce & Gabbana nous offre Rose The One, pour une femme audacieuse et chaleureuse. Au cœur de la fragrance, la rose est magnifiée. Pamplemousse rose, mandarine et cassis procurent une délicieuse ivresse en note de tête, alors que lis, pivoine, litchi et rose bulgare s'épanouissent en cœur. Vanille, ambre et musc complètent ce sillage inoubliable, incarné par Scarlett Johansson. En eau de parfum, lotion corps, gel douche et poudre scintillante corps. Rens. : 01 30 74 94 00.

**BOCAGE UNE NOUVELLE
BOUTIQUE À ANGERS**

Depuis 1977, Bocage est l'un des fleurons du groupe Eram. La « patte » Bocage, ce sont des motifs amusants (cœurs, zébrures), des cuirs vieillis, des coupes vintage, bref, un univers décalé qui revendique une certaine frivolité ! A Angers, vous pouvez désormais découvrir la boutique Bocage au 6, rue Lenepveu. Rens. : 02 41 88 80 86 et www.bocage-tm.fr

**TRIPP TRAPP 37 ANS DE BON ET LOYAUX SERVICES**

Intemporelle, la chaise évolutive Tripp Trapp existe depuis trente-sept ans. Grâce à son concept, l'assise et le repose-pieds peuvent être ajustés en profondeur et en hauteur de 6 mois à... l'âge adulte ! 12 coloris, dont un nouveau bleu et coussin Tales bleu. Rens. : www.stokke.com

**SWATCH SOUS LE SIGNE
DE L'ÉLÉGANCE**

Le fabricant suisse de montres et de bijoux présente sa collection exceptionnelle dédiée aux fêtes. La couleur noire est de rigueur dans un univers fascinant. Irrésistiblement attirante, cette collection est l'esprit même de la saison : un univers éclairé par des étoiles dorées. La bague est un large anneau noir, orné d'étoiles et de deux cristaux blancs. Boucles d'oreilles et collier assortis. Rens. : 01 53 81 22 27.

**PAULE KA
COLLECTION CROISIÈRE**

Fidèle aux codes de Paule Ka, la nouvelle collection croisière 2010 offre des robes bustiers asymétriques, déclinées en noir et blanc, beige ou flashes monochromes. Les imprimés vichy et les rayures noires et blanches ou multicolores évoquent un graphisme très 50's. Alors que les matières, telle la popeline enduite au toucher papier, apportent une vraie modernité, les accessoires donnent la touche finale : ballerines bicolores, escarpins à nœud, ceinture rayée. Rens. : www.pauleka.com

Offrez ou offrez-vous un abonnement à **ELLE** sur www.elleabo.com

ROCHEBOBOIS UN SITE WEB UNIQUE

Ce site s'adapte à toutes les tailles d'écran pour afficher les images en plein écran. La navigation se fait par mur d'images dynamique en 3D. Au-delà des prouesses techniques, ce site permet de découvrir collections et offres du leader mondial de la déco intérieure. En français, anglais, espagnol et italien. Portugais, grec, russe et chinois disponibles en 2010. Rens. : www.rochebobo.com



POLEMIQUE
**FAUT-IL
ARRÊTER LES
RÉGIMES
PROTÉINÉS ?**

NOUVEAU
PRIX
2€

ÉNOMÈNE MODE
URQUOI LES
ES S'HABILLENT
COURT

TRADITION
ET TENDANCE
**ETES MABOULES
NOËL !**

CADEAUX
10 IDÉES
MOINS DE
10 EUROS

RE A BUCKINGHAM
PRINCE WILLIAM
TÔT MARIÉ ?

5 QUESTIONS
PUTÉ
RÉPONSES
NOS EXPERTS

COLIE "TWILIGHT"
VE LES MAMANS
NT MORDUES

**SPECIAL BIJOUX
ROCK'N'GOLD**

**LAETICIA
HALLYDAY**
SA MÉTAMORPHOSE
SA VIE AVEC JOHNNY
ELLE PARLE
DE TOUT
SANS TABOUS

M 01648 - 3337 - F: 2,00 €



HEBDOMADAIRE - 31 DÉCEMBRE 2009

FRANCE MÉTROPOLITAINE 2,00 € DOM avion 4,70 € BEL 2,30 € CH 4,30 FS A 4 € AND 2 € COTI \$ 5,25 D 4 € ESP 3,30 € FIN 5,50 € GR \$ 3 GR 4,50 € IRL 4,30 € ITA 3,30 €
LUX 2,30 € MAR 30 DH NC 1 200 F CFP 4,10 € POLY FR 1 400 F CFP PORT cont 3,30 € TUN 4 DC USA \$ 5,25

EXHIBIT 106

FR

swatch®
bijoux



SWATCH MÉGASTORE – 104 Avenue des Champs-Élysées – Tél.: 01 56 69 17 00. Votre boutique en ligne: www.swatchboutique.fr

001827



ELLE

www.elle.fr

30 TRUCS
POUR
TRANSFORMER
SON STRESS EN
ÉNERGIE

NOUVEAU PRIX
2€

TEST
A TOUT FAIRE, A MARIER, A RIEN...
A QUOI ÊTES-VOUS BONNE ?

LA DOULEUR DE HAÏTI
COMMENT SURVIVRE
A LA TRAGÉDIE

DES RECETTES COMME
A NEWYORK **SOYEZ BAGEL !**

EXCLUSIF
EMMANUELLE
SEIGNER
BRISE LE SILENCE
ELLE PARLE DE SON MARI
ROMAN POLANSKI
DE L'ÉPREUVE QU'ILS
TRAVERSENT, DE **SES ENFANTS**
ET DE SA PASSION
POUR **LA MUSIQUE**

MODE
UN PEU DE
BLANC
BEAUCOUP
DE STYLE

PYJAMA, T-SHIRT, JOGGING...
LE HOMEWEAR TUE-T-IL LE COUPLE ?

VÉCU "J'AI EU PEUR DE NE PAS
AIMER MON DEUXIÈME ENFANT"

M 01648 - 3343 - F: 2,00 €

HEBDOMADAIRE. 22 JANVIER 2010
FRANCE MÉTROPOLITAINE 2 €, DOM avion 4,70 €, BEL 2,30 €, CH 4,30 FS, A 4 €, AND 2 €, CCH \$ 5,25, D 4 €, ESP 3,30 €, FN 5,50 €, GB £ 3, GR 4,20 €, IRL 4,40 €, ITA 3,30 €, LUX 2,30 €, MAR 30 DHL NC 1 200 F CFP, NL 4,10 €, POLY FR 1 400 F CFP, PORT cont 3,30 €, TUN 4 DT, USA \$ 5,25.

EXHIBIT 107



swatch^{FR}
bijoux



SWATCH MÉGASTORE – 104 Avenue des Champs-Élysées – Tél.: 01 56 69 17 00. Votre boutique en ligne: www.swatchboutique.fr



ELLE

JE VEUX UN JOLI VENTRE!
LA MÉTHODE QUI MARCHE VRAIMENT

NOUVEAU PRIX 2€

SPÉCIAL CUISINE
TAJINES, TABOULÉ, PASTA
LES RECETTES LES PLUS FACILES DU MONDE

MARTYRISÉES PARCE QU'ELLES SONT DES FEMMES
SOLIDARITÉ AVEC LES ALGÉRIENNES DE HASSI MESSAOUD!

MODE
CASQUETTES, BIBIS, CHAPEAUX DE PAILLE
COMMENT LES PORTER

FAUT-IL BRÛLER FREUD ?
PHILIPPE GRIMBERT RÉPOND À MICHEL ONFRAY

VÊCU "MON AMOUR IMPOSSIBLE EST DEVENU MON MARI"

FEMMES PRÉCAIRES
LES PERSONNAGES DE FLORENCE AUBENAS RACONTENT

BIJOUX PRÉCIEUX
ON EST SOUS LE CHARME

LE MARIAGE L'ADOPTION LA PASSION
EMMANUELLE BÉART SE CONFIE

M 01648 - 3356 - F: 2,00 €

HEBDOMADAIRE. 23 AVRIL 2010
FRANCE MÉTROPOLITAINE 2 € (DOM. en vente 4,70 €). BEL. 2,30 €. CH. 4,30 FS. A 4 €. AND 2 €. CON. \$ 5,25. D 4 €. ESP. 3,30 €. FIN. 5,50 €. GB. 4,20 €. IRL. 4,40 €. ITA. 3,30 €. LUX. 2,30 €. MAR. 30 DH. NC 1 200 F. CFP. NL. 4,10 €. POLY. FR 1 400 F. CFP. PORT. cont. 3,30 €. TUN. 4 DT. USA \$ 5,25.

EXHIBIT 108



Available in vivid hues, the chronograph watch from the Swatch Full Blooded collection perfectly matches the upbeat celebratory spirit.

Price: Rs. 7,400



A trendy handbag from the latest collection of Guess accessories will put the spotlight squarely on her.

Price: Rs. 4,000 onwards

GO, BEARING GIFTS!

'TIS THE SEASON OF GIVING. SO, SURPRISE YOUR FAMILY AND FRIENDS WITH SOME SOUGHT-AFTER FASHION AND HOME ACCESSORIES, AND OTHER USEFUL KNICK-KNACKS. **TIME 'N STYLE** PAVES THE PATH FOR YOUR GIFT SELECTION

This latest Post Minimal Chrono Black timepiece from ck epitomises the raging trend of black watches.

Price: Rs. 26,400



The White Lace crockery set from Villeroy & Boch is so graceful and classic that anyone would love to have it in their cabinet!

Price: On request



Any celebration is incomplete without music. So the recipient of the Architettura CD rack from Fornasetti is bound to appreciate your thoughtfulness.

Price: On request



Make a splendid first impression by presenting your hosts with the French Mas de Daumas Gassac L'herault Grand wine in red or white.

Price: Rs. 9,410 approx





EXHIBIT 109

swatch®
BIJOUX



NOVIEMBRE 2010

**CAROLINA
HERRERA HIJA**
MODELANDO
PORN.Y.

GUÍA DE
COMPRAS
COOL EN
MANHATTAN

VÍSTETE PARA EL OTOÑO

- PIELES PARA TODO
- **BOTAS Y BOTINES**
- **SATCHELS**
LAS MESSENGER
DE LUJO
- **ENCAJE**
NADA + SEXY
- **DE PUNTO**
PONCHOS,
GORROS,
BUFANDAS...
- **NÓRDICO**
GRECAS
PRESENTES
- **GUANTES**
LO DE HOY

MEXICO

LOS
PRODUCTOS
DE BELLEZA
MÁS LUJOSOS

**LO NUEVO
EN MAQUILLAJE**
DÍA Y NOCHE

DECO
INTERIORES
QUE INSPIRAN
MODERNIDAD Y
ELEGANCIA

+200

IDEAS PARA REGALAR
PREPÁRATE PARA NAVIDAD

FANTASTIC FALL!

REY INDISCUTIBLE
DE LA TEMPORADA:
EL ABRIGO

MEXICO
\$39.00
USA \$3.20



EXHIBIT 110



swatch[®] 



EXHIBIT 111

OK



Jeremy Scott for swatch[®] 

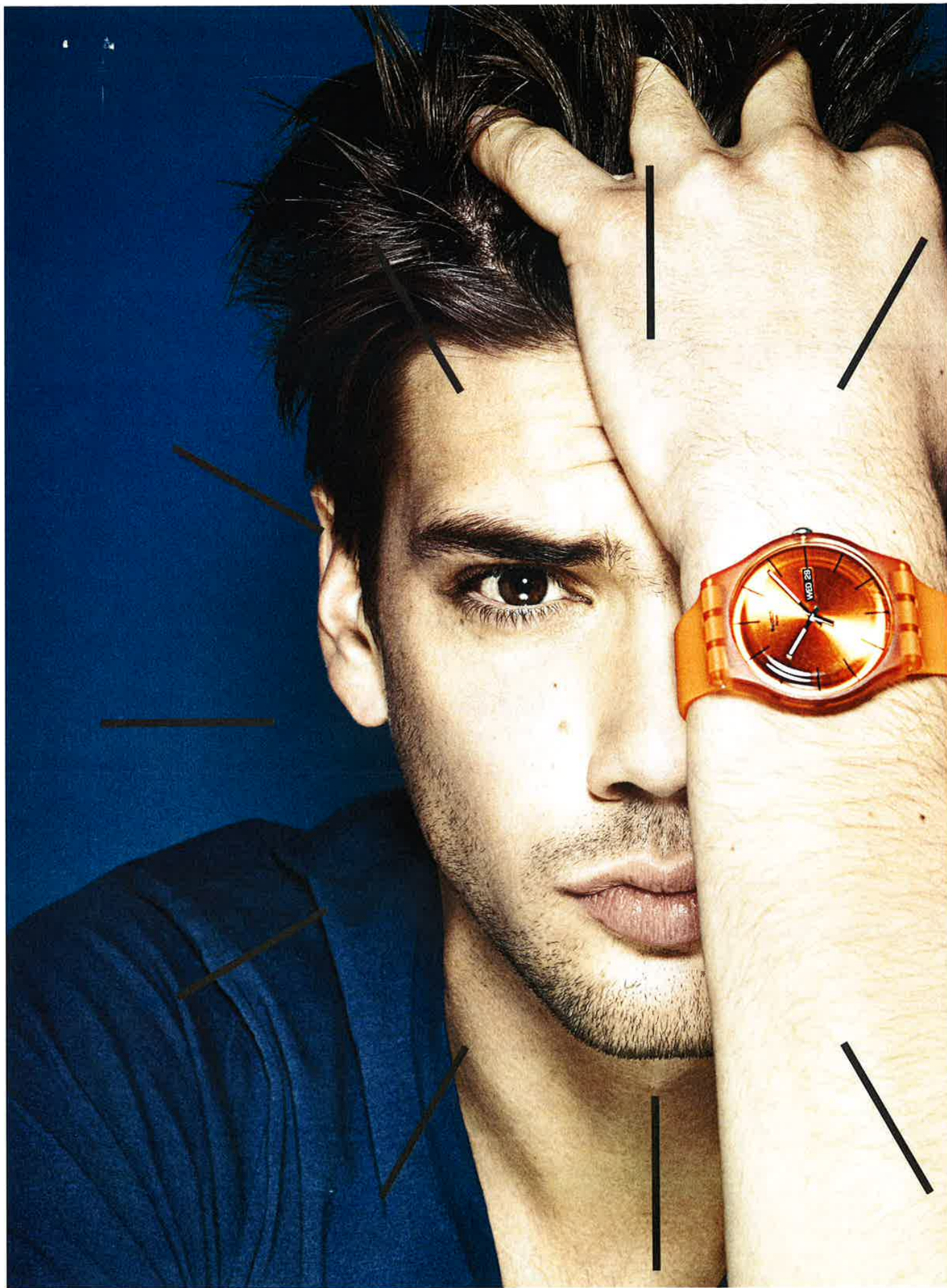




EXHIBIT 112



swatch[®] 



Issue 12
Spring/Summer
2011
Men's Fashion
Tom Ford
Photographed by
Jeff Burton

Another Man

TOM FORD

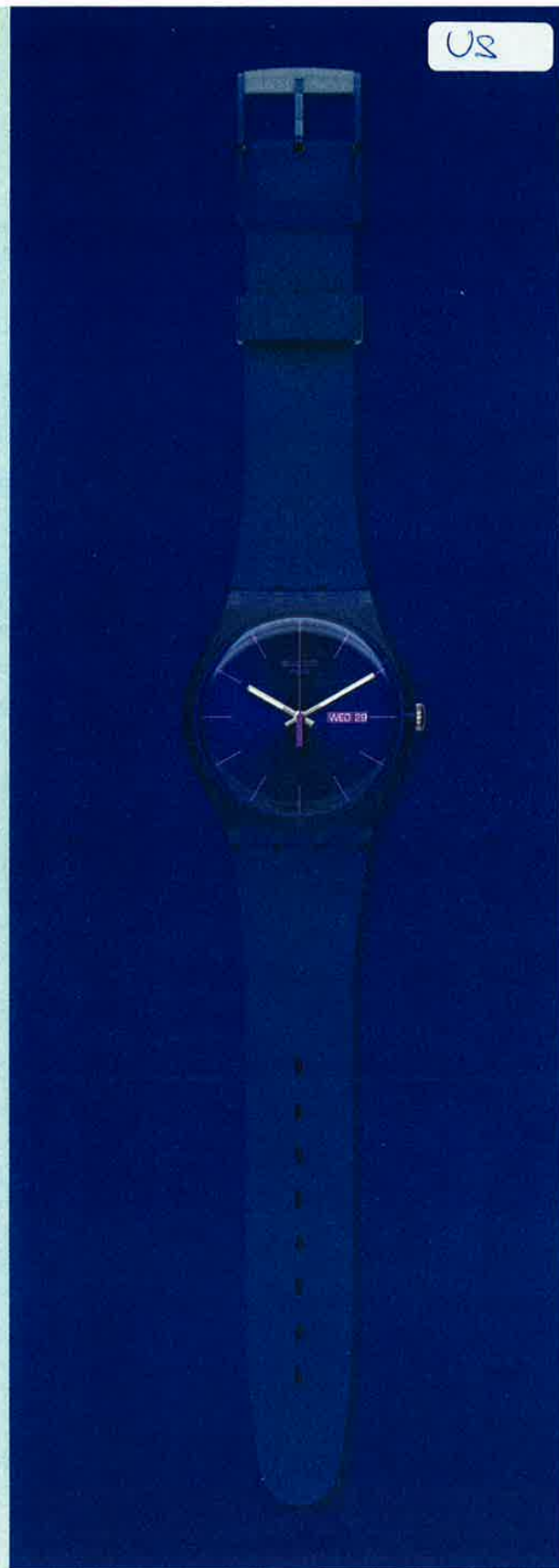


9 771746 771011

UK 5.95 US 14.99

L-I-G-H-T-S, C-A-M-E-R-A... A-C-T-I-O-N !
Starring a cast of iconic gentlemen: John Waters,
Sam Riley, Joe Dallesandro and The Duke of Windsor
Plus: Pin-ups by Hedi Slimane, Centrefold
by Richard Phillips, Sci-fi by China Miéville and
Striptease by Betty Page

EXHIBIT 113



swatch[®] 

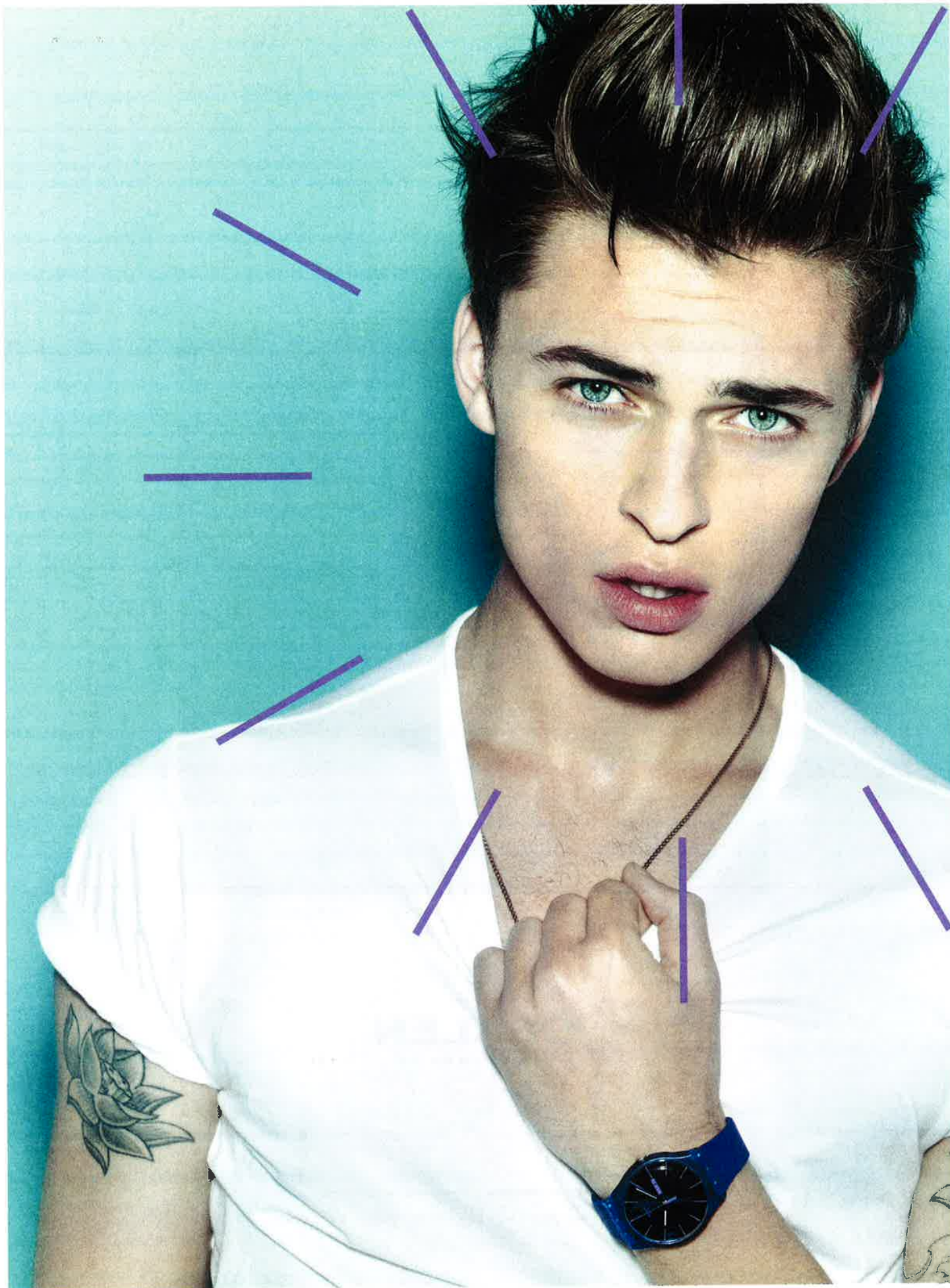
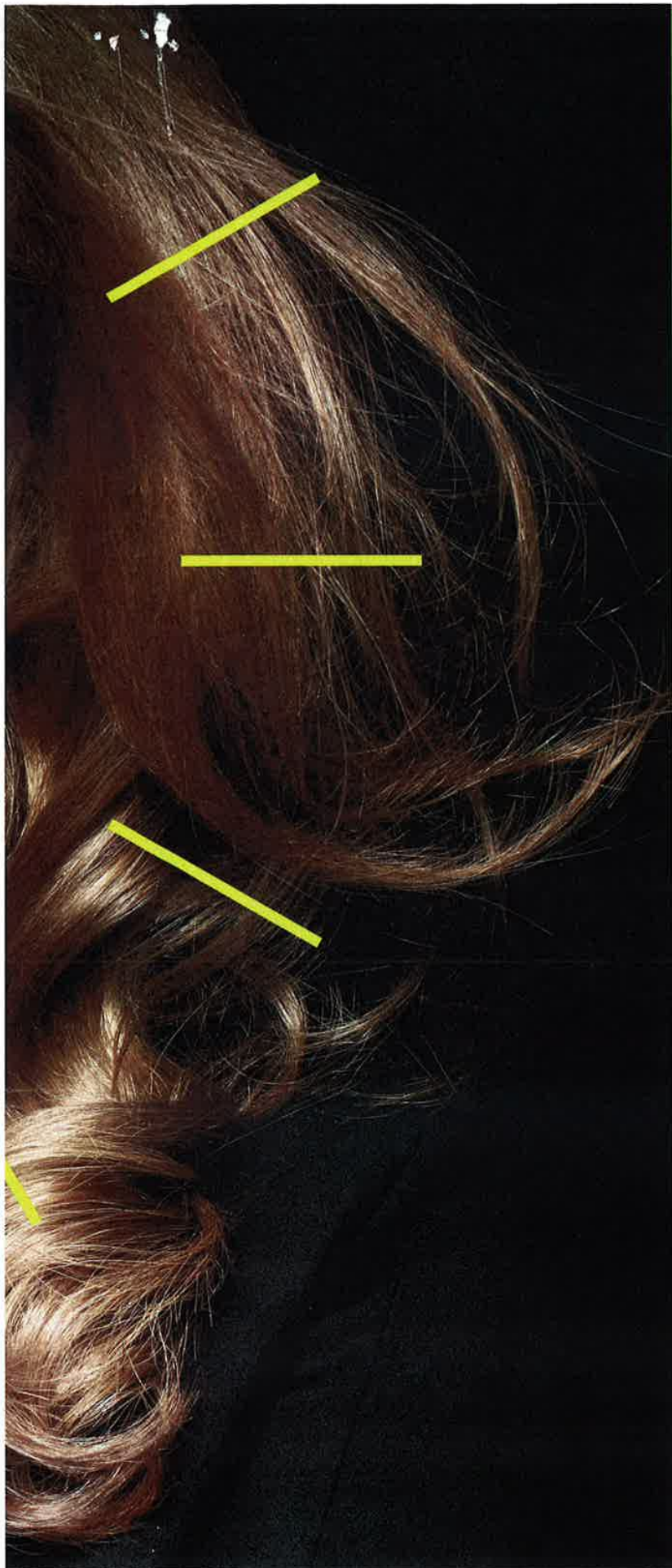




EXHIBIT 114



swatch[®] 



V MAGAZINE

JANE FONDA
SIGOURNEY
WEAVER
CHARLOTTE
RAMPLING
AMANDA LEAR
PAUL AUSTER
AND THE BEST
OF 2010!

68

WINTER 2010/11



THE
WHO
CARES
ABOUT
AGE
ISSUE

SUSAN SARANDON
IN FRED LEIGHTON
PHOTOGRAPHED BY
INEZ VAN LAMSWEERDE
& VINOODH MATADIN

EXHIBIT 115



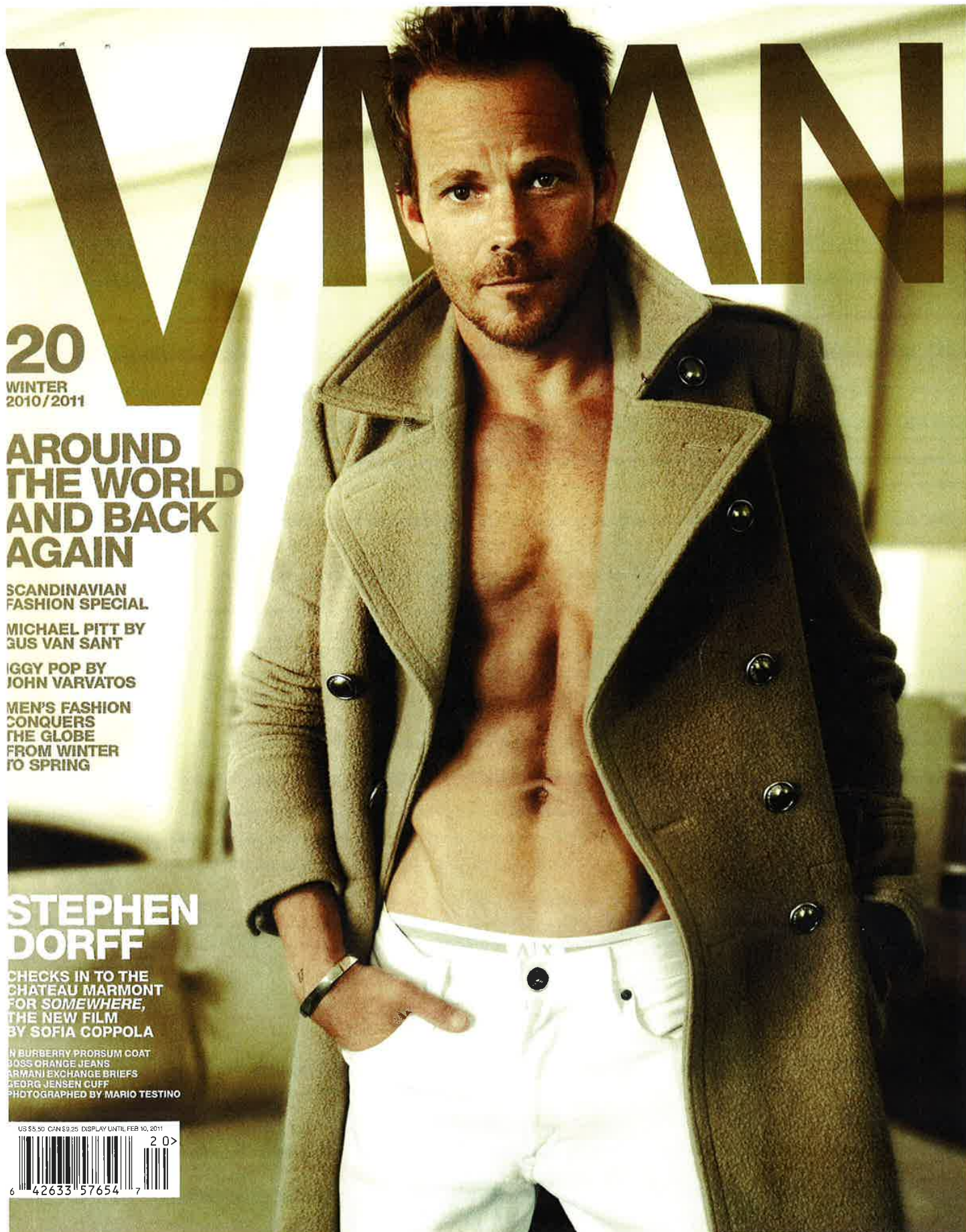


EXHIBIT 116

SWATCH



SWAP



BB332



BB338



BB321



SWLB 61



SWLB 62



SWLB 64



SWLB 65



SWLB 102



SWLB 106



fax 318-2

EXHIBIT 117

SWATCH



SWAP



LI 812

EXHIBIT 118

IDENTIFICATION OF GOODS

SWATCH S.A.	BEEHIVE WHOLESALE, LLC
SWATCH	SWAP
Reg. No.1,671,076 watches, clocks and parts thereof	Ser. No. 78459527 Watch faces, ribbon watch bands, slide pendants, and beaded watch bands
Reg. No. 2,050,210 books and periodicals, namely a series of books illustrating collectable articles; magazines for watch collectors	

EXHIBIT 119

SEPTEMBER 2008

001575



EXHIBIT 120

REDACTED

EXHIBIT 121

SWATCH

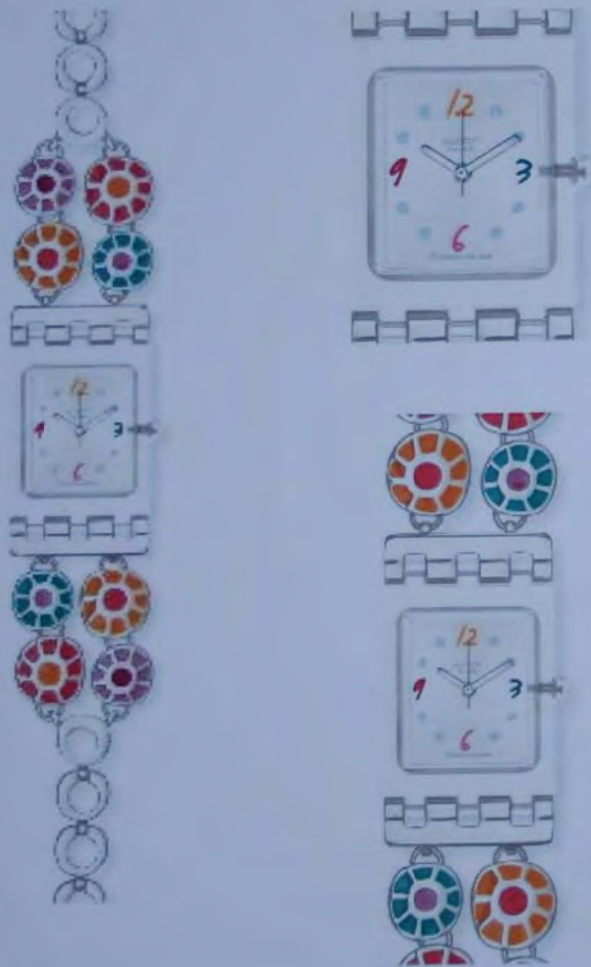


SWAP



EXHIBIT 122

SWATCH



SWAP



EXHIBIT 123

swatchⁱ
bijoux



WINDLOVE_BY SWATCH
VALENTINE'S DAY 2007

EXHIBIT 124

by beehive
Swap
watch
LIMITED



Swap it!



beehive
WHOLESALE INC.

EXHIBIT 125

by beehive
Swap
watch
LIMITED



Swap it!



beehive
jewelry company

EXHIBIT 126

MAY 2008

PHONE KIOSK

001569

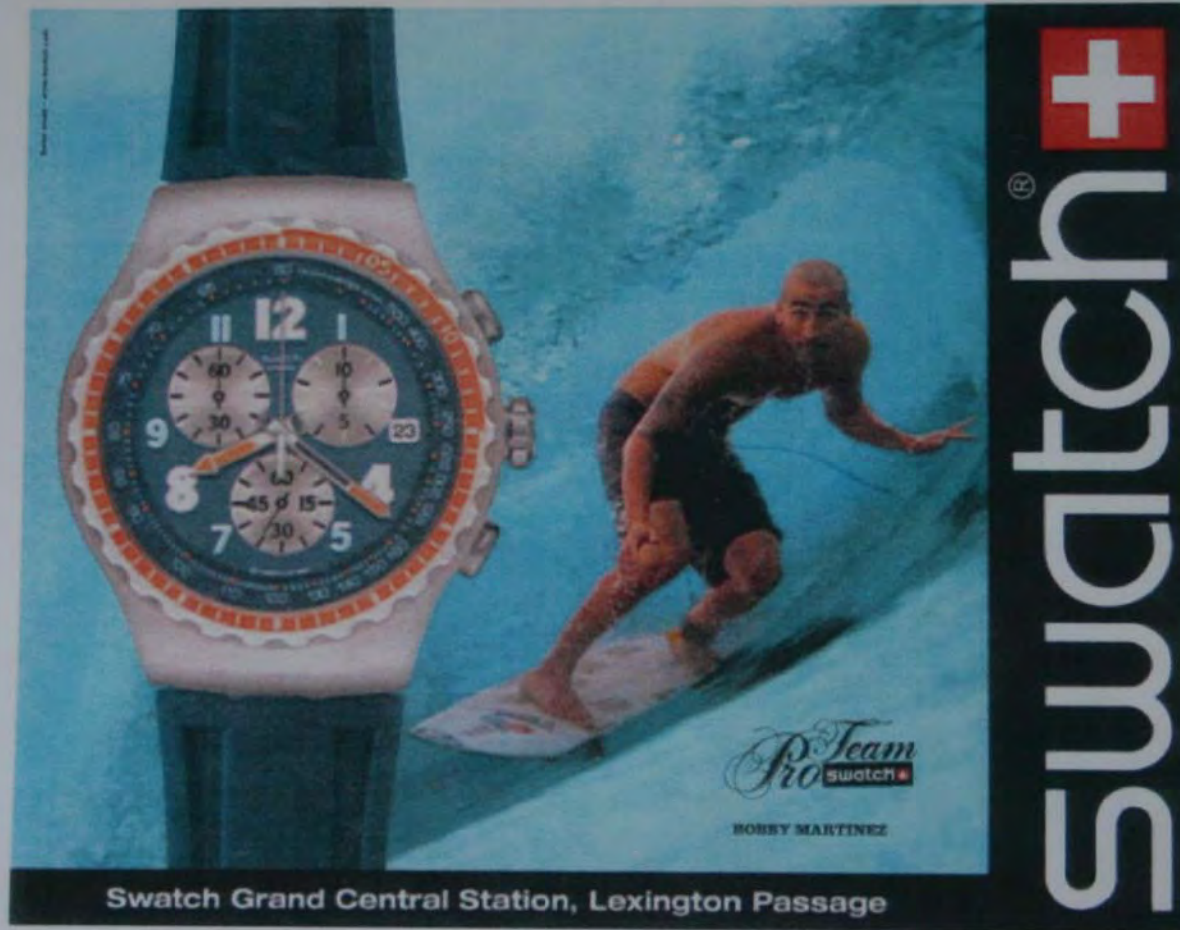


EXHIBIT 127

JUNE-JULY 2008

GRAND CENTRAL TERMINAL DIORAMA

001573



Swatch

Pro Team
swatch

BOBBY MARTINEZ

Swatch Grand Central Station, Lexington Passage

EXHIBIT 128

New York City Outdoor Campaign

Times Square Billboard

001558



EXHIBIT 129



EXHIBIT 130

beehive

Swap it!

Come by booth 8339 for your FREE sample pack!

EXHIBIT 131

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

SWATCH S.A.,)	
)	Opposition No. 91169312
Opposer,)	
)	Mark: SWAP
v.)	
)	Application Ser. No. 78/459,527
BEEHIVE WHOLESALE, L.L.C.)	
)	
Applicant.)	

DECLARATION OF BRENT BERNARD IN SUPPORT OF
APPLICANT'S RESPONSE TO OPPOSER'S MOTION FOR SUMMARY JUDGMENT

I, Brent Bernard, hereby declare as follows:

1. I am the President of Beehive Wholesale, L.L.C., a Louisiana limited liability company with its principal place of business at 1901 North Service Road East, Ruston, Louisiana 71270, which is the current Assignee of Application No. 78/459,527 for the mark "SWAP" at issue in this opposition proceeding.
2. I shall refer herein to Beehive Wholesale, L.L.C., and its predecessors, including my wife Amy Bernard, as "Beehive." See July 17, 2008 Declaration of Amy Bernard at ¶¶ 1-6.
3. Under the SWAP mark, Beehive offers watch faces, beaded bands with clasps, ribbon bands with buckles, short and long scarf bands, pendant slides, gel bands with snaps, leather bands with buckles and clip-on watches.
4. Beehive's business is directed, in large part, to wholesale distribution of its goods to retail outlets, with the understanding that these retailers will offer Beehive's goods to the consumers directly. Beehive authorizes these retail outlets to use the SWAP mark in conjunction with the sale of its products. However, where unauthorized distributors make use of the SWAP mark in connection with related goods, Beehive takes action against such parties.

5. I have reviewed the motion for summary judgment filed by Swatch, including Exhibits E through N, which contain print-outs from third party web sites. A total of four third parties appear to be at issue, two of which are authorized Beehive retailers and two of which are third parties misusing the SWAP mark.

6. Exhibit E to Swatch's motion is a print-out from "lastingimpressionsgiftshoppe.com," a web site operated by Lasting Impressions Gift Shoppe. Lasting Impressions has purchased products from Beehive for sale in its retail stores, including products from Beehive's SWAP line. *See* Exhibit A hereto (invoice). As a Beehive customer, Lasting Impressions is authorized to use the SWAP mark in conjunction with the sale of Beehive's products.

7. Exhibit F to Swatch's motion is a print-out from Nifty Gifty's web site, "aniftygift.com." Nifty Gifty's is owned and operated by Borden Family Pharmacy, and in particular, Kami Borden. *See* "About Us" page from "aniftygift.com" attached as Exhibit B. As reflected in Exhibit C hereto (invoice), the Borden Family Pharmacy is also a Beehive customer, and has purchased products from Beehive to sell on Nifty Gifty's website and in its retail outlets, including products from Beehive's SWAP line. Thus, as a Beehive customer, Nifty Gifty's is also authorized to use the SWAP mark in conjunction with the sale of Beehive's products.

8. Exhibits G and H to Swatch's motion contain print-outs from various websites using the SWAP mark in conjunction with the sale of watches by Orange County Creations. Prior to receiving Swatch's motion for summary judgment, Beehive was not aware that Orange County Creations was using Beehive's SWAP mark in conjunction with the sale of watches. Orange County Creations is not authorized to use the SWAP mark.

9. Counsel for Beehive's sent a cease-and-desist letter to Orange County Creations on July 3, 2008 (attached as Exhibit D). The same day, Orange County Creations confirmed that it would remove all references to the SWAP mark from its website. *See* July 3 e-mails and July 8

print-out from "orangecountycreations.com." (showing all references to SWAP mark removed) attached as Exhibits E and F.

10. Exhibits I through N to Swatch's motion contain print-outs from various websites using the SWAP mark in conjunction with the sale of watches by Puma. Prior to receiving Swatch's motion for summary judgment, Beehive was not aware that Puma was using Beehive's SWAP mark in conjunction with the sale of watches. Puma is not authorized to use the SWAP mark. Beehive's counsel sent a cease-and-desist letter to Puma on July 7, 2008, which is attached as Exhibit G.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in Louisiana, this 16th day of July, 2008.



BRENT BERNARD

Exhibit A

Brent Bernard Declaration

Beehive Wholesale
1901 N. Service Road E.
Ruston, LA 71270

Phone # 318-255-0524
Fax # 318-255-7068

Invoice

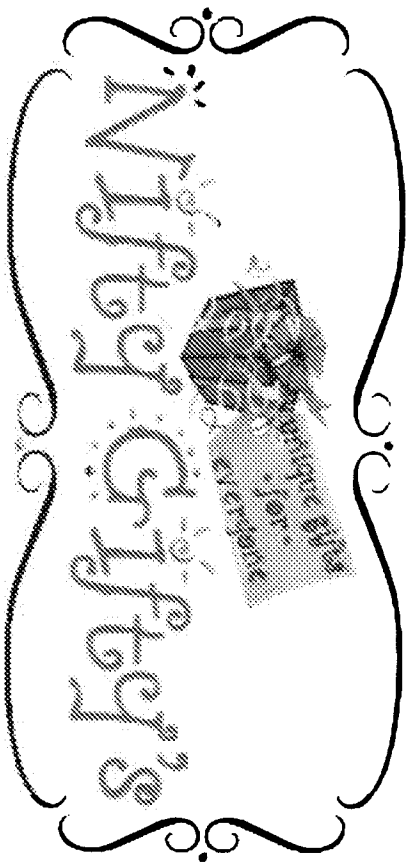
Date	Invoice #
6/23/2006	*101854

Bill To	Ship To
Lasting Impressions - IN Tonya Rich PO Box 865 Shipshewana, IN 46565	Lasting Impressions - IN Tonya Rich 165 N Harrison St. Shipshewana, IN 46565

S.O. No.	P.O. Number	Rep	Terms	Due Date	Ship Date	Ship Via
	fax/Tonya 62306	JMB	CC	6/23/2006	6/23/2006	GROUND
Quantity	Item	Description	Cost Per Item	Amount		
3	BW 42*	Swap Watch Wooden Band-Pinto Beads w/Purple Beads *Discontinued	3.00	9.00T		
3	BB 211	Swap Watch Band - Silver Chain w/Pink Dangle Beads UPC: 84705000411	3.00	9.00T		
3	BB 168	Swap Watch Band - Blue beads UPC: 84705000257	3.00	9.00T		
3	BB 176	Swap Watch Band - Clear beads UPC: 84705000265	3.00	9.00T		
0	WF 58	Swap Watch Face - Mixed Wood O/S	0.00	0.00T		
3	WF 02	SWAP WATCH FACE-Round Black Face set in Silver w/Rope design UPC: 84705000501	5.00	15.00T		
3	WF 30	SWAP WATCH FACE-Round White Face set in Silver w/scroll work UPC: 84705000422	5.00	15.00T		
0	WF 53	SWAP WATCH FACE-White Rectangular Face in Gold Setting o/s UPC: 84705000447	5.00	0.00T		
3	WF 19	SWAP WATCH FACE-White Rectangular Face set in Silver w/4 sets of scroll work UPC: 84705000415	5.00	15.00T		
3	WF 12	SWAP WATCH FACE-Round White Face set in Silver w/hearts UPC: 84705000511	5.00	15.00T		
3	WF 55 S	Swap Watch Face -Round White Face Set in Light Wood Shipping	5.00 7.75	15.00T 7.75		
Ask about our new Floater necklaces.					Total	
					Sales Tax (0.0%)	
					Payments/Credits	
					Balance Due	
NO RETURNS ON CLEARANCE OR SEASONAL ITEMS.						

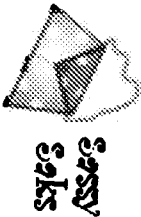
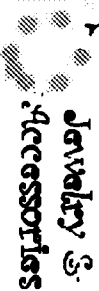
Exhibit B

Brent Bernard Declaration



My name is Kami and I am the mother of three beautiful children and the wife to a wonderful, caring husband of five years. I met the love of my life at Auburn University School of Pharmacy seven years ago. After graduation, my husband and I began our careers as pharmacists. I worked for a chain pharmacy and my husband worked for himself at our family pharmacy. After several years of taking care of patients, we decided to start our family. After our first precious son was born I went back to work full time. Then came our beautiful daughter, baby number two. After missing many Easter Egg hunts, Christmas and birthday parties, my husband and I decided it was time for me to stay home with our children. Wow! What a blessing from God that has been. We recently built a new pharmacy and decided to add a gift section. This has given me the opportunity to do something that I have always loved to do (shop) and at the same time, watch my children grow. This past year we were blessed with another gift from God, our baby Taylor. We are really staying busy!

... About 178 ...



We hope you enjoy our wonderful and fun selection of gift items. Thanks for shopping with us!



Nifty Gift's is owned and operated by Borden Family Pharmacy. You may contact us at:

Nifty Gift's

3190 Alabama Highway 157

Cullman, Alabama 35058

Phone: 256-734-7535

Fax: 256-734-1056

E-mail: info@niftygift.com

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Nifty Gifty's Unique Gift Items

Page 3 of 3

<http://www.uniflygift.com/aboutus.htm>

7/9/2008

Exhibit C

Brent Bernard Declaration

Beehive Wholesale
1901 N. Service Road E.
Ruston, LA 71270

Phone # 318-255-0524
Fax # 318-255-7068

Invoice

Date	Invoice #
3/13/2008	*120098

Bill To	Ship To
Borden Company Kami Borden 3190 Alabama Highway 157 Cullman, AL 35058	Borden Company Kami Borden 3190 Alabama Highway 157 Cullman, AL 35058

S.O. No.	P.O. Number	Rep	Terms	Due Date	Ship Date	Ship Via	
11140	Market	JMB	CC	3/13/2008	3/13/2008	MARKET SHIPPING	
Quantity	Item	Description			Cost Per Item	Amount	
3	BOP 14/sz.6	BeeBop Flip Flop - Pink/Green Dots on Green Ribbon. Brown sole. USA Women's Size 6 UPC: 847050014744			6.75	20.25	
3	BOP 14/sz.8	BeeBop Flip Flop - Pink/Green Dots on Green Ribbon. Brown sole. USA Women's Size 8 UPC: 847050014768			6.75	20.25	
3	KBOP 01/sz.L	BeeBop Flip Flop-Red ribbon w/White stitching. Black sole. US Children's size 2/3. UPC: 847050015413			6.75	20.25	
3	BOP 17/sz.6	BeeBop Flip Flop - Brown/White Zebra. Brown sole. USA Women's Size 6 UPC: 847050014898			6.75	20.25	
3	BOP 17/sz.8	BeeBop Flip Flop - Brown/White Zebra. Brown sole. USA Women's Size 8 UPC: 847050014911			6.75	20.25	
1	shipping	Tracking #: 1Z43AV310341129181			0.00	0.00	
We appreciate your business!					Total		\$101.25
					Sales Tax (0.0%)		\$0.00
					Payments/Credits		\$-101.25
					Balance Due		\$0.00
NO RETURNS ON CLEARANCE OR SEASONAL ITEMS.							

Exhibit D

Brent Bernard Declaration

OLIFF & BERRIDGE, PLC

ATTORNEYS AT LAW

July 3, 2008

277 SOUTH WASHINGTON STREET
ALEXANDRIA, VIRGINIA 22314

TELEPHONE: (703) 836-6400

FACSIMILE: (703) 836-2787

E-MAIL: EMAIL@OLIFF.COM

WWW.OLIFF.COM

ORANGE COUNTY CREATIONS
821 Ziegler Way
Placentia, CA 92870

By E-mail

Re: Infringement of SWAP Mark

Dear Sir or Madam:

We represent Beehive Wholesale, L.L.C.

Our client is the owner of U.S. Trademark Application No. 78/459,527 directed to the mark "SWAP" in connection with watch faces, ribbon watchbands, slide pendants, and beaded watchbands. Further, our client has acquired rights in this mark through its use of the term "SWAP" in connection with such goods since at least June 1, 2003.

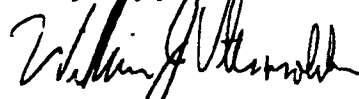
Use of the term "SWAP" in connection with such related goods on your www.occreations.net website is in direct conflict with the trademark rights enjoyed by our client and constitutes trademark infringement. Further, on this same website, use of our client's model numbers in connection with the goods being offered in this website furthers the likelihood of confusion that consumers are likely to encounter as to the source of these goods.

Specifically, consumers viewing your website are likely to confuse the source of your goods and be under the mistaken belief that such goods are offered by our client. Thus, we ask that you remove all references to our client's "SWAP" trademark from this website and from any additional advertising material offered by your company.

Please confirm no later than July 10, 2008 that such references will be removed.

We look forward to hearing from you.

Very truly yours,



William J. Utermohlen

WJU:SDS/yta

Exhibit E

Brent Bernard Declaration

From: Orange County Creations
To: Utermohlen, William J.
CC:
Subject: RE: Infringement of SWAP Mark
Date: Thursday, July 03, 2008 5:57:31 PM
Attachments:

Thank you for the clarification. I will make the changes to my website in the next couple of days. I have no intention of infringing on a Trademark.

"Utermohlen, William J." <wutermohlen@oliff.com> wrote:

Dear Sir:

Our client applied for a trademark registration for the mark SWAP under the federal registration program, which was approved by the trademark examiner, but has not yet issued because of an opposition proceeding that is still pending brought by Swatch. However, our client has common law rights to the SWAP mark based on its use, which it intends to protect. It is not necessary to have a federal registration to enforce such rights, including under federal false designation of origin law. See 15 U.S.C. sec. 1125.

We look forward to your substantive response to our letter.

Very truly yours,

William J. Utermohlen

From: Orange County Creations [mailto:occreations@sbcglobal.net]
Sent: Thursday, July 03, 2008 5:25 PM
To: Utermohlen, William J.
Subject: Re: Infringement of SWAP Mark

Dear Sir,

It appears that your client has applied for a trademark for SWAP Watch. However, I am unclear as to whether this has been granted or not.

Can you please clarify.

Thank you,

"Utermohlen, William J." <wutermohlen@oliff.com> wrote:

PRIVILEGED AND/OR CONFIDENTIAL:

This e-mail (including any attachments) is intended only for the use of the individual or entity named above and may contain privileged or confidential information. If you are not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are notified that any review, dissemination, distribution or copying of this e-mail is prohibited. If you have received this e-mail in error, please immediately notify us by e-mail, facsimile, or telephone; return the e-mail to us at the e-mail address below; and destroy all paper and electronic copies.

In view of the possibility that e-mail instructions may not be received, if you send us important or time sensitive communications by e-mail, you should also send a copy by facsimile, request acknowledgement of receipt and /or contact us by telephone to confirm receipt.

Communications Center
Oliff & Berridge, PLC
277 S. Washington Street, Suite 500
Alexandria, VA 22314
Tel: 703-836-6400
Fax: 703-836-2787
Email: email@oliff.com

MESSAGE:

Re: Infringement of SWAP Mark

Dear Sir or Madam:

Please see the attached letter regarding the above matter.

Best regards.

William J. Utermohlen

<<Orange County Creations ltr.pdf>>

Exhibit F

Brent Bernard Declaration

Orange County Creations

Home of the Original Build-A-Watch

Welcome to Orange County Creations --- Home of the Original Build-A-Watch

Special! Most Build-A-Watch Bands on Sale for \$9.99 each! All are on sale for \$7.00 off the regular price.

Also, our Watch Bands & Watch Faces are Bands for a lot of different looks.

Also, we are proud to introduce our new line of **Beads for Life** products. Check on the link on the left for details.

We offer unique and affordable jewelry. All products are handmade with the highest quality materials. We search the world for materials to manufacture our products. To learn more, click on the "About our Products" (FAQ) link on the left.

We make all the beaded jewelry and beaded gifts you see. Everything is handcrafted and nothing is mass produced.

All our products arrive wrapped in a gift box and decorative ribbon. You will always feel as if you are opening a present when you receive products from Orange County Creations.

Please keep in mind that our products are handmade to fit your specific size and style. Therefore, the number of beads and the watch faces used may vary slightly from the picture shown. Also, because the majority of beads we use for our products are handmade, bead design may vary slightly from the picture. If you are not completely satisfied with your purchase, we will replace your purchase or refund your money.

Click the links on the left to view our wide variety of Bead watches, Changeable watch faces and bands (also known as **Build-A-Watch** watches), Medical Alert ID Bracelets, Tween watches and other jewelry. We have recently introduced our "Design Your Own Watch". See the link on the left. Also, we are offering free charms for your watch, bracelet or anklet. Please click on the "Free Charms" link to see our selection of free charms. Purchase additional charms for \$2.00 each. Note: Charms may vary slightly based on availability. Check out our new line of Gift Boxes and Bags.

Also, order matching bracelets and earrings to match your watch purchases. Matching bracelets are \$14.99 and matching earrings are only \$5.99. To order, click on the "Bracelets and Earrings" link on the left.

See our newly added Stop Global Warming bracelet. Follow the Bracelet and Earring link. We are introducing these bracelets at only \$14.99. They are fully adjustable and made of all natural materials.

Here are some of the comments we have received to describe our products. Brilliant. Imaginative. Creative. Innovative. Cutting-edge style. Timeless elegance. High Quality. Unique.

Our glass beads and pearls are from remote locations such as India, Thailand and exotic islands like Bali, in Indonesia. Our lampwork beads, handmade with molten glass, are treasures from Australia, Canada, Germany and Israel. Our Murano and Millefiori glass are from Italy. Our Fimo Clay beads are individually handcrafted by Artists from around the world. Our Flores pegeñas is from the South of Spain and our Lava beads are

Home

Anklets

Autism Awareness Jewelry

Beads for Life

Beaded Watches

Beaded Wine Stoppers

Bookmarks with Watch/Charm

Bracelets and Earrings

Breast Cancer Awareness

Jewelry

Car Jewelry

Build-A-Watch Changeable

Faces

Build-A-Watch Changeable

Bands

Design your own Build-A-Watch

Design Your Own Watch

Eastern Star Inspired Jewelry

Eyeglass Necklaces and

Lanyards

Flores pequeñas, small flowers

Free Charms

Lava Beaded Jewelry

Medical Alert ID Bracelets

Necklaces and Pendants

Changeable Necklaces/Pendants

Watch Necklaces

Tween Watches (ages 8 - 12 yrs)

[Leather Band Watches](#)
[Ribbon Watches](#)

[Changeable Ribbon Watch Faces](#)

[Changeable Ribbon Watch Bands](#)

[Additional Charms](#)

[Make Your Own Jewelry Kits](#)

[Gift Boxes and Bags](#)

[Gift Certificates](#)

[Wholesale Purchases](#)

[Consignment](#)

[International Shipping Info](#)

[Policies and Customer Care](#)

[Stores that Carry Our Products](#)

[About our products \(FAQ\)](#)

[Sweepstakes Winners](#)

[Our Mission Statement](#)

[Customer Testimonials](#)

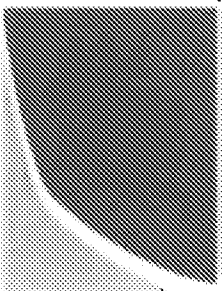
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[Link Partner HTML](#)

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[Contact Us](#)

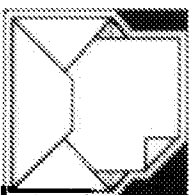
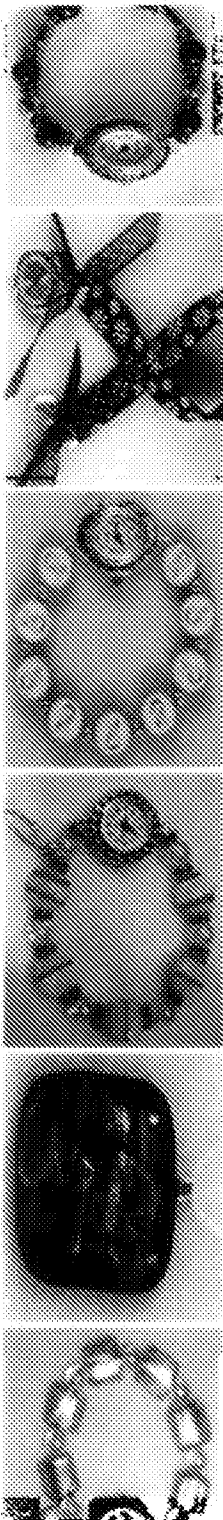
[About Us](#)



from Chile. We recently introduced Bead Watches made with Cloisonne beads and matching Cloisonne pendants. They are truly beautiful!

Most of our creations include genuine Swarovski crystals, surrounded with .925 Sterling Silver or Gold Filled beads. We love this combination and strive to present it in a way that will make everyone a proud owner of our product. Shop around and compare. You will find we have the lowest prices and the highest quality products. Keep in mind, all our creations are made to order. We mail most orders within 72 hours of the date of your order. In 2007, we mailed 97% of our products within 72 hours of order date. For 2008, our goal is 98.5%.

Shop with confidence. We believe in our products and all purchases are 100% refundable - no questions asked.



[Join our Mailing List](#)

Join our mailing list to become eligible to win our monthly sweepstakes. Each month on the 15th, we randomly draw a name from our mailing list. The name drawn wins a \$100.00 in their choice of merchandise. What a great way to get free jewelry or gifts for the Holidays.

Enter today! Simply, add your name to our mailing list. We send no more than two emails a month advertising our specials. Tell your friends.

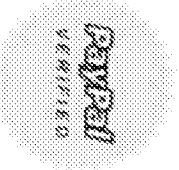
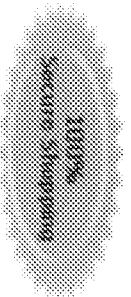
Shipping is a flat rate of \$3.95 for first class mail through the United States Post Office. The \$3.95 flat rate applies to the total number of items you purchase. If your total purchase is \$75.00 or more, your shipping will be free. We also offer priority, expedited and international shipping.

If you do not find what you are looking for in our store, please contact us and we will be happy to make a piece of jewelry or watch that fits your need. We are proud of our quality products. Please view our Customer's Testimonials link to see what they say.



Proud Member of the Orange County California Better Business Bureau

We accept Credit Cards (AMEX, Visa and Mastercard), personal checks, cashier checks and money orders. For Credit Card processing, we use PayPal and VeriSign processing through our Secure Internet Site.



Superior Service

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Unique and Affordable Bead Watches, Build-A-Watch Watches, Necklaces, Bracelets, Eyeglass Necklaces and Anklets, Car Jewelry



Orange County Creations
821 Ziegler Way
Placentia, CA 92870
(714) 658-5560
ocreations@shcglobal.net
established 2004

Our business continues to grow, current visitor count 3,676,826
Thank You!

Site Powered By
Houston's Best Site Builder
Online web site design

Exhibit G

Brent Bernard Declaration

OLIFF & BERRIDGE, PLC

ATTORNEYS AT LAW

July 7, 2008

277 SOUTH WASHINGTON STREET
ALEXANDRIA, VIRGINIA 22314

TELEPHONE: (703) 836-6400
FACSIMILE: (703) 836-2787
E-MAIL: EMAIL@OLIFF.COM
WWW.OLIFF.COM

PUMA NORTH AMERICA INC.
5 Liberty Way
Westford, MA 01886-3617
U.S.A.

legal@puma.com

By E-mail

Re: Infringement of SWAP Mark

Dear Sir or Madam:

We represent Beehive Wholesale, L.L.C.

Our client is the owner of U.S. Trademark Application No. 78/459,527 directed to the mark "SWAP" in connection with watch faces, ribbon watchbands, slide pendants, and beaded watchbands. Further, our client has acquired rights in this mark through its use of the term "SWAP" in connection with such goods since at least June 1, 2003.

It has recently come to our attention that Puma AG offers a line of goods related to our client's goods making use of the term "PUMA SWAP WATCH." Use of this term in connection with such related goods is in direct conflict with the trademark rights enjoyed by our client and constitutes trademark infringement. Specifically, the addition of the PUMA house mark to our client's SWAP trademark may add to the likelihood of confusion rather than distinguish the marks. *Key West Fragrance & Cosmetic Factory, Inc. v. Mennen Co.*, 216 USPQ 168 (TTAB 1982).

Accordingly, our client asks that PUMA cease to make use of the term SWAP in connection with watches and related goods. Please confirm by July 21 that PUMA is willing to take such action.

We look forward to hearing from you.

Very truly yours,



William J. Utermohlen

WJU:SDS/axl